

**MEMORANDUM OF UNDERSTANDING
BETWEEN
PORT OF HOUSTON AUTHORITY
AND THE
UNITED STATES ENVIRONMENTAL PROTECTION AGENCY, REGION 6**

I. Introduction

The Memorandum of Understanding (MOU) is made between Region 6 of the United States Environmental Protection Agency (Region 6 EPA) and the Port of Houston Authority of Harris County, Texas. Region 6 EPA and the Port of Houston Authority of Harris County, Texas, a body corporate and politic under the laws of the State of Texas, hereinafter referred to as the "PHA", having its principal place of business at 111 East Loop North, Houston, Texas 77029, (sometimes also referred to as the "parties" or "party") enter this MOU to establish a cooperative relationship between governmental entities to enhance efforts in the cleanup of the San Jacinto River Waste Pits Superfund Site located in Harris County, Texas.

II. Purpose

Region 6 EPA placed the San Jacinto River Waste Pits Superfund Site in Harris County, Texas ("Site") on the National Priorities List of the Superfund Program on March 19, 2008. The Site, with waste ponds and surface impoundments built in the 1960s for the disposal of pulp and paper mill waste, is located in a marsh partially submerged on the western bank of the San Jacinto River in Harris County, Texas, immediately north of the Interstate Highway 10 (I-10) bridge over the San Jacinto River; and can encompass any other additional potential areas identified during the Superfund process. The primary hazardous substances documented at the Site are polychlorinated dibenzo-p-dioxins and polychlorinated dibenzofurans. Dioxins and furans are "hazardous substances" as defined by Section 101 (14) of CERCLA, 42 U.S.C. §9601 (14). Fish consumption advisories for dioxin, PCBs, and organochlorine pesticides are active in this watershed. Region 6 EPA is entrusted with the duty to protect human health and the environment through timely and effective site remediation under the Superfund program. The PHA is the governmental sponsor of the Houston Ship Channel and has an interest in promoting and developing maritime commerce in the Houston-Galveston region, including maintaining the navigability of the Houston Ship Channel. Additionally, PHA has a potential ownership interest in the submerged lands underlying the San Jacinto River. Therefore, the PHA has a strong interest in actively participating in the Superfund process, including evaluating and reviewing technical documents related to the Site, to ensure that these interests are represented and protected.

III. Roles and Responsibilities

Region 6 EPA and Harris County have formed the San Jacinto Technical Advisory Committee (SJTAC) to enable Harris County to review and discuss technical documents for the San Jacinto River Waste Pits Superfund Site. Pursuant to this MOU, PHA will participate in the SJTAC on the same or similar footing as Harris County and provide comments and

recommendations to the Region 6 EPA, where appropriate, regarding the technical documents generated during the Superfund process for this Site, including but not limited to, the Time Critical Removal Action and the Remedial Investigation/Feasibility Study, Remedial Design, and Remedial Action. While the PHA is participating in the SJTAC on a similar footing as Harris County pursuant to this MOU, the parties to the MOU recognize that to the extent the PHA has an ownership interest in the submerged lands underlying the San Jacinto River, it may have additional rights, including but not limited to the granting of access, entry upon, use and impacts to the submerged lands, among other things, that are not affected or limited by any provisions of this MOU.

SAN JACINTO SUPERFUND SITE ROLES OF GOVERNMENTAL ENTITIES

Superfund Activities	EPA	TCEQ	Federal/State TRUSTEES	Harris County	PHA
Review Draft Technical Documents	Lead	Participate	Participate	Participate	Participate
Review Draft Final Technical Documents	Lead	Participate	Participate	Participate	Participate
Review Final Technical Documents	Lead	Participate	Participate	Participate	Participate
Resolve Technical Comments of Governmental Entities (no PRPs)	Lead	Participate	Participate	Participate	Participate
Discuss Technical Comments with PRPs	Lead	Participate	Participate	No Role	Participate
Review Draft Proposed Plan	Prepare	Review	Review	Review	Review
Review Draft ROD	Prepare	Review	Review	Review	Review
Final ROD	Approval/ Signature	Concurrence	No Role	No Role	No Role under MOU

IV. Reservation of Rights

Region 6 EPA and PHA both pledge in good faith to go forward with the MOU and to further the goals and purposes of this MOU. Region 6 EPA and PHA shall attempt to resolve any disputes through good faith discussions. Region 6 EPA and PHA reserve any and all rights

or authority that they respectively have, including but not limited to, legal, equitable, and administrative rights. Nothing in this MOU herein limits Region 6 EPA's decision making authority under the Comprehensive Environmental Response, Compensation and Liability Act. Nothing in this MOU limits any rights of the PHA, including the ability to take legal or administrative action as PHA may deem necessary, including but not limited to actions pertaining to proposed activities, remedies, or cleanup regarding the Site that may affect any PHA interests in the submerged sediments.

V. Modification/Duration/Termination

This MOU shall be effective upon the date last signed below and remain in effect for the duration of the National Priorities Listing of the San Jacinto River Waste Pits Superfund Site, except that either party may terminate its participation in this MOU by providing 30 days written notice to the other participant. No changes or additions shall be made to this MOU except by a written amendment executed by the parties hereto.

VI. Communications

Region 6 EPA and PHA agree to reasonably coordinate with one another concerning any communication or publicity regarding the contents of this Agreement.

VII. Authority

Each party represents that (i) each party has complied or shall timely comply with all applicable laws and has taken or shall take all necessary steps to enter into this MOU and obligate itself hereunder, (ii) each party has the authority to enter into this MOU and comply with its requirements; (iii) the individuals executing this MOU on behalf of the respective parties are authorized and empowered to bind the party on whose behalf each such individual is signing.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the parties have executed this MOU in multiple counterparts, effective as of the date last signed below.

**REGION 6 ENVIRONMENTAL
PROTECTION AGENCY**

By _____
Title _____
Date _____

**PORT OF HOUSTON AUTHORITY OF
HARRIS COUNTY, TEXAS**

By _____
Title _____
Date _____

APPROVED AS TO FORM:

Counsel